FORM D SE6 Mail Mail Processing Section

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

JAN 1 6 2008

Washington, DC

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APP								
OMB Number:	3235-0076							
Expires:	April 30, 2008							
Estimated average burden								
hours per respo	nse 16.00							

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	A. BASIC IDENTIFICATION DATA	
 Enter the information requested about the iss Name of Issuer (check if this is an amendment 		08022244
New England Life Insurance Company	("NELICO")/Metropolitan Life Insurance Co	ompany ("MLIC")/MetLife, Inc.("MET
Address of Executive Offices	(Number and Street, City, State, Zip Code) 00 Park Avenue, New York, NY 10166-018	Telephone Number (including Area Code)
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business	insurance company and is authorized to open	
Type of Business Organization		(please specify): JAN 2 8 200

Federal:

Who Must File: All issuers making an offering of accurities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et acq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street, N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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*NELICO and MLIC are obligors under the Plan. MET is a guarantor of the obligations of NELICO and MLIC under the Plan

^{**}The above Incorporation information is for NELICO. MET is a Delaware corporation, organized on August 10, 1999. MLIC is a New York corporation, organized on May 4, 1866.

				A. BASIC	IDEN	TIFICATION DAT	ΓΑ			
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• Each executive office	r and	director of o	огрог	ate issuers and of co	огроги	te general and man	aging ;	partners of	partner	ship issuers; and
• Each general and ma	nagin	g partner of	partn	ership issuers.						
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^{*}The persons listed are Directors, Executive Officers or Beneficial Owners of New England Life Insurance Company ("NELICO"), Metropolitan Life Insurance Company ("MLIC") and MetLife, Inc. ("MET"), as indicated. Below each box that applies to the person, we list the company of which the person is a Director, Executive Officer or Beneficial Owner.

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*The persons listed are Directors, Executive Officers or Beneficial Owners of New England Life Insurance Company ("NELICO"), Metropolitan Life Insurance Company ("MLIC") and MetLife, Inc. ("MET"), as indicated. Below each box that applies to the person, we list the company of which the person is a Director, Executive Utricer or Beneficial Owner.

		A. BASIC	IDENTIFICATION DAT	ГА	
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Full Name (Last name first, if	indiv	ridual)			annens al	- was a law dan't yerrow who though the TU JUPA THE WARREST	I AMERICAN	photography profit into	14:525994(1)	ryangson ya amanya mangsa ingaga ngayana rangga digapatin na manangga nanar i Kara inga nagi i Ant
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c/o New England Life I	nsw	ance Com	pàny,	501 Boylston St.	, Bo	ston, MA 02116-	3700	O Page 1	1.88° %	14 1 18 18 18 18 18 18 18 18 18 18 18 18 1
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Full Name (Last name first, if	indiv	ridual)								
Heafey, Michael J. Business or Residence Address	.,,	lumber and	Street	City, State. Zip Code	c)		4.			
c/o New England Life		ance Com	pany	501 Boylston St	βò					
*The persons listed are Dire	ectors			eet, or copy and use a icers of NELICO, ML					that ap	plies to the individual, we list the

company of which the person is a Director or Executive Officer.

**The Board of Directors of MetLife, Inc., as an entity, is deemed to be a beneficial owner of over 10% of the outstanding shares of MetLife, Inc. because of

its voting rights under the MetLife Policyholder Trust, which holds MetLife, Inc. shares.

				A. BASIC	DENT	IFICATION DATA	۸.			
2. Enter the information re	queste	d for the fo	llowin	g:						
• Each promoter of the	issuc	r, if the issu	er has	been organized wit	hin the	past five years,				
Each beneficial owner	havin	g the power	to vot	e or dispose, or direc	t the vo	te or disposition of,	10%	or more of a	a class	of equity securities of the issuer.
• Each executive office										
Each general and ma					•					
Zata Benatur III-		, p								
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c/o Metropolitan Life I	nsura	nce Comp	any,	200 Park Avenue	, Nev	York, NY 1016	6-01	88 🚜 🦫	100	National Assets
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c/o Metropolitan Life I						York, NY 1016	6-01	88.		
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⁽Use blank sheet, or copy and use additional copies of this sheet, as necessary)

*The persons listed are Directors and Executive Officers of NELICO, MLIC and MET, as indicated. Below each box that applies to the individual, we list the company of which the person is a Director or Executive Officer.

7 of 14

company of which the person is a Director or Executive Officer.

**The Board of Directors of MetLife, Inc., as an entity, is deemed to be a beneficial owner of over 10% of the outstanding shares of MetLife, Inc. because of its voting rights under the MetLife Policyholder Trust, which holds MetLife, Inc. shares.

	-			В.	. INFORMA	TION ABO	DUT OFFER	UNG				
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2. What is	the minin	ium inves	unent ulat	WILL DE BC	ceptea tron	n any mar	viduai /	**********	***********	************	≯ <u>con</u> Yes	ipensation* No
3. Does th	e offering	permit joi	int owners!	hip of a si	ngle unit?				••••	*****		2
4. Enter th												•
							nection with ther register					
or states	, list the na	ame of the	broker or d	ealer. It m	ore than fiv	e (5) perso	ons to be list	ted are asso				
				ne informa	tion for th	at broker o	or dealer on	ıly.				
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$ <u></u>	\$ -0
Equity	s	5
Common E Preferred	ምት መ ለአ ምክለል የ ተርነተነ ማስቆጥታቸው	R THE NOTE SERVED A MARKETINE ACT IN A
Convertible Securities (including warrants)	\$	5-0
Partnership Interests	. s	\$
Other (Specify Deferred Compensation) Obligations	S Unlimited A	5
Total	Unlimited	5
Answer also in Appendix, Column 3. if filing under ULOE.	•	
ing and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indic number of persons who have purchased securities and the aggregate dollar amount of th hases on the total lines. Enter "O" if answer is *'none" or "zero."	that the participation of the	ons and/or other comp int elects to defer durin Aggregate Dollar Amount of Purchases
Accredited Investors.	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
Non-accredited Investors		S NA
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	and the control of th	afficial act amount of an
filing is for an offering under Rule 504 or 505, enter the information requested for all securit by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question 1	е	
filing is for an offering under Rule 504 or 505, enter the information requested for all securit by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question 1	e Type of	Dollar Amount
by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question 1 Type of Offering	Type of Security	Sold
by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question 1 Type of Offering Rule 505	Type of Security	Sold \$ -0-
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by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question I Type of Offering Rule 505 Regulation A Rule 504 Total urnish a statement of all expenses in connection with the issuance and distribution of the critics in this offering. Exclude amounts relating solely to organization expenses of the insurinformation may be given as subject to future contingencies. If the amount of an expenditure known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Type of Security 000	Sold \$ -0- \$ -0-
by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C Question 1 Type of Offering Rule 505 Regulation A Rule 504 Total urnish a statement of all expenses in connection with the issuance and distribution of crities in this offering. Exclude amounts relating solely to organization expenses of the insurinformation may be given as subject to future contingencies. If the amount of an expenditure known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Type of Security 0- 0- 0- 0- 0- 0- 0- 0- 0- 0- 0- 0- 0-	Sold 5 - 0 - 0
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<u> </u>	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	r receeds	
	b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s Unknown**
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part CQuestion 4.b above.		
		Payments to Officers.	
		Directors, & Affiliates	Payments to Others
	Salaries and fees	s	_ s 0 _*
	Purchase of real estate.	1 2 2	₹ \$#0₹\$
	Purchase, rental or leasing and installation of machinery and equipment	_ s <u>0</u>	
	Construction or leasing of plant buildings and facilities	s -0°	3 S
	Working canital		75-75-75
	Other Countries.	s	3 3 0 3 3 3 3 3 3 3 3 3 3
			[
	WANTED TO SEE THE SECOND STREET OF THE SECOND SECON		D47-502
	Column Totals	[] \$	-0,5 Å
	Total Payments Listed (column totals added)	<u> </u>	40 4.73
	D. FEDERAL SIGNATURE		
sig the	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	ision, upon written le 502.	e 505, the following request of its staff,
SS	ter (Print or Type) W England Life Insurance Company/MetLife,	Date	
ľη	Metronolitan Life Insurance Company	1/17/	
4		etropolitan Life I	nsurance Company/
D	Assistant Secretary of MetLife, Inc. and M Secretary of New England Life Insurance C		, marajo v v v v v v v v v v v v v v v v v v v
b a:	All expenses associated with MET, MLIC and/or NELICO deferred compensation with MET, MLIC and/or NELICO. no deferred compensation contributions with sociated with the deferred compensation arrangements. * The adjusted gross proceeds to the Issuer is not yet available and will be deferred.	ll be used to p	ay any expenses
C	ompensation that is deferred. See footnote to C.1.		

END

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)